

EASTMAN KODAK CO  
Form 4  
December 14, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BERMAN ROBERT L**

(Last) (First) (Middle)  
343 STATE STREET  
(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**EASTMAN KODAK CO [EK]**

3. Date of Earliest Transaction (Month/Day/Year)  
12/12/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 12/12/2011                           |  | F                              | (A) or (D)<br>D   | Amount<br>1,208<br>(1)<br>Price<br>\$ 0.89  | 22,740   | D                                 |
| Common Stock                    |                                      |  |                                |   | 23.282  | I  | By Trustee of ESOP                |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Option (right to buy)                      | \$ 26.46   |                                      |  |                                |   | <u>(4)</u>   | 05/11/2012  | Common Stock | 10,000               |
| Option (right to buy)                      | \$ 26.47   |                                      |  |                                |   | <u>(4)</u>   | 05/31/2012  | Common Stock | 32,080               |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | <u>(2)</u>   | 08/25/2012  | common stock | 5,000                |
| Option (right to buy)                      | \$ 36.66   |                                      |  |                                |   | <u>(2)</u>   | 11/21/2012  | common stock | 19,120               |
| Option (right to buy) <sup>(3)</sup>       | \$ 24.75   |                                      |  |                                |   | <u>(4)</u>   | 12/06/2012  | Common Stock | 15,500               |
| Option (right to buy) <sup>(3)</sup>       | \$ 25.88   |                                      |  |                                |   | <u>(4)</u>   | 12/11/2013  | Common Stock | 44,080               |
| Option (right to buy) <sup>(3)</sup>       | \$ 23.28   |                                      |  |                                |   | <u>(4)</u>   | 12/10/2014  | Common Stock | 53,270               |
| Option (right to buy) <sup>(3)</sup>       | \$ 7.41  |                                      |  |                                |   | <u>(4)</u>   | 12/08/2015  | Common Stock | 100,700              |
| Option (right to buy)                      | \$ 3.4   |                                      |  |                                |   | <u>(4)</u>   | 02/27/2018  | Common Stock | 94,630               |
| Stock Units <sup>(8)</sup>                 | <u>(6)</u>   |                                      |  |                                |   | <u>(5)</u>   | <u>(5)</u>  | Common Stock | 3,475,800            |
| Restricted Stock                           | <u>(6)</u>   |                                      |  |                                |   | 12/31/2011 <sup>(9)</sup>                                | 12/31/2011 <sup>(9)</sup>                                     | Common Stock | 12,750               |

|  |            |                           |                           |              |       |
|--|------------|---------------------------|---------------------------|--------------|-------|
| Units <sup>(7)</sup>                   |            |                           |                           |              |       |
| Restricted Stock Units                 | <u>(6)</u> | <u>(10)</u>               | <u>(10)</u>               | Common Stock | 140,5 |
| Restricted Stock Units <sup>(11)</sup> | <u>(6)</u> | 12/31/2011 <sup>(9)</sup> | 12/31/2011 <sup>(9)</sup> | Common Stock | 21,67 |
| Restricted Stock Units                 | <u>(6)</u> | <u>(12)</u>               | <u>(12)</u>               | Common Stock | 53,59 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| BERMAN ROBERT L<br>343 STATE STREET<br>ROCHESTER, NY 14650 |               |           | Senior Vice President |       |

## Signatures

|  |            |
|--|------------|
| Patrick M. Sheller, as attorney-in-fact for Robert L. Berman | 12/14/2011 |
| <u>  </u> Signature of Reporting Person                      | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Payment of withholding taxes.
- (2) These options have vested.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.
- (5) Not Applicable
- (6) These units convert on a one-for-one basis.
- (7) The effective date for these RSUs is January 1, 2009.
- (8) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (9) This is the date these restricted stock units will vest.
- (10) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (11) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
- (12) These units vest one-third on each of the first three anniversaries of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.